

**EXHIBIT A**  
**ORRICK, HERRINGTON & SUTCLIFFE LLP**  
**INVOICES FOR THE TIME PERIOD**  
**OCTOBER 1-31, 2013**



ORRICK, HERRINGTON & SUTCLIFFE LLP  
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1152 15TH STREET, NW  
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Roger Frankel, Successor Future Claimants'  
Representative for W.R. Grace  
c/o Orrick, Herrington & Sutcliffe LLP  
1152 15th Street, NW  
Washington, DC 20005

November 14, 2013  
Client No. 17367  
Invoice No. 1446354

Orrick Contact: Roger Frankel

FOR SERVICES RENDERED through October 31, 2013 in connection  
with the matters described on the attached pages:

\$ 97,180.00

DISBURSEMENTS as per attached pages:

703.06

**TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):**

\$ **97,883.06**

Matter(s): 17367/10, 11, 13, 7, 8, 9

### DUE UPON RECEIPT

The following is for information only:  
Previous Balance not included in this invoice:  
\$124,134.00  
If this amount has already been paid, please disregard.

In order to ensure proper credit to your account,  
please reference your **INVOICE** and **CLIENT** numbers on your remittance.  
For inquiries, call: (304) 231-2701. Fax (304) 231-2501.

### REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

#### REMITTANCE ADDRESS:

Orrick, Herrington & Sutcliffe LLP  
Lockbox #774619  
4619 Solutions Center  
Chicago, IL 60677-4006  
Reference: 17367/ Invoice: 1446354

#### ELECTRONIC FUNDS TRANSFERS:

**ACH & Wire Transfers:**  
**ABA Number 121000248**  
**SWIFT CODE: WFBIUS6S**  
**Account Number: 4123701088**  
Wells Fargo  
420 Montgomery Street  
San Francisco, CA 94104  
Account of  
Orrick, Herrington & Sutcliffe LLP  
Reference: 17367/ Invoice: 1446354  
E.I.N. 94-2952627

#### OVERNIGHT DELIVERY:

Orrick, Herrington & Sutcliffe LLP  
c/o Wells Fargo  
Attn: Lockbox #774619  
350 East Devon Avenue  
Itasca, IL 60143  
(213) 614-3248  
Reference: 17367/ Invoice: 1446354



Roger Frankel, Successor Future Claimants'  
 Representative for W.R. Grace  
 c/o Orrick, Herrington & Sutcliffe LLP  
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 Washington, DC 20005

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For Legal Services Rendered Through October 31, 2013 in Connection With:

**Matter: 7 - Insurance Matters**

10/09/13	P. Mahaley	Respond to inquiries from ACC and Grace regarding insurer settlement payment into escrow.	0.50
10/11/13	P. Mahaley	Draft summary of required action by Trust with respect to insurance settlement agreements.	2.80
10/17/13	P. Mahaley	Draft summary of Trust action requirements and related obligations re lump sum and reimbursement settlement agreements.	3.30
10/18/13	P. Mahaley	Review insurance settlement agreements regarding Trust reporting issues and finalize summary of Trust required actions and obligations under insurance settlement agreements.	1.70
10/18/13	R. Wyron	Telephone conference with P. Mahaley regarding insurance agreements (.3); review insurance agreement clauses (.8).	1.10
10/30/13	D. Felder	E-mail correspondence with P. Mahaley regarding escrow agreement (.1); review and revise same (1.0).	1.10
10/30/13	P. Mahaley	Review and revise draft Royal escrow agreement (.7); analyze cash flow from insurance settlement agreements for Trust (.4).	1.10
10/30/13	R. Wyron	Review Royal escrow and comments regarding same.	0.80
10/31/13	P. Mahaley	Analyze comments on draft escrow agreement for insurer settlement (.6); continue cash flow analysis regarding insurance settlement payments (1.7).	2.30
10/31/13	R. Wyron	Review and revise Royal escrow agreement (1.0).	1.00
		Total Hours	15.70
		Total For Services	\$11,033.00



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<b><u>Timekeeper Summary</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Debra Felder	1.10	650.00	715.00
Peri N. Mahaley	11.70	665.00	7,780.50
Richard H. Wyron	2.90	875.00	2,537.50
Total All Timekeepers	15.70	\$702.74	\$11,033.00

**Total For This Matter**

**\$11,033.00**



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**Matter: 8 - Litigation**

10/02/13	D. Felder	Review bid letter regarding Project Lantern.	0.20
10/02/13	R. Wyron	Attend FCR meeting with counsel regarding payment percentage and audit issues and follow-up.	0.80
10/02/13	R. Wyron	Meet with expert regarding trust issues.	0.30
10/03/13	D. Felder	Review issues regarding Bank Lenders and plan (3.8); conference with R. Frankel regarding same (.2).	4.00
10/07/13	R. Wyron	Review Lantern materials (.7); conference with R. Frankel regarding experts and follow-up (.4); calls regarding expert analysis and new approach (.7).	1.80
10/08/13	D. Felder	Conferences with R. Wyron regarding Project Lantern (.3); review issues regarding same (1.0); conference with R. Wyron regarding effective date issues and e-mails regarding same (.2).	1.50
10/08/13	R. Wyron	Review Lantern materials and follow-up (.6); conferences with D. Felder (.5); participate in status call and follow-up (.6); begin work on emergence issues (.4); conference with expert regarding next steps and follow-up (.8).	2.90
10/09/13	D. Felder	Telephone conferences with R. Wyron and P. Mahaley regarding status of appeals (.2); follow-up research regarding same (.3); telephone conference with P. Mahaley regarding effective date issues and follow-up regarding same (.2); review e-mail correspondence from R. Wyron and M. Shelnitz regarding Project Lantern (.2); review revised documents regarding same (1.0).	1.90
10/09/13	R. Wyron	Follow-up on Lantern issues and status, and e-mails regarding same (.4); conference with P. Mahaley regarding Royal appeal and status, and review documents regarding same (.8).	1.20
10/10/13	R. Wyron	Call with J. Donley regarding lender issues and follow-up (.4); review issues regarding dispute and claims (.7).	1.10
10/11/13	D. Felder	Telephone conference with experts regarding effective date issues (.7); follow-up telephone conference with R. Frankel and R. Wyron regarding same (.3); telephone conference with expert regarding effective date issues (1.2).	2.20



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10/11/13	R. Wyron	Call with experts and follow-up (1.3); call to Grace counsel (.1); review status regarding open issue (.3); call with additional experts regarding payment percentage issues and follow-up (.6).	2.30
10/14/13	M. Merchant	Research and review issues regarding asbestos trusts.	2.00
10/14/13	D. Felder	Conference with R. Wyron regarding effective date issues (.2); follow-up review regarding same (1.5).	1.70
10/14/13	R. Wyron	Work on effective date planning (.4); review claims and follow-up with experts (.5).	0.90
10/15/13	M. Merchant	Research and review issues regarding asbestos trusts.	0.50
10/15/13	D. Felder	E-mail correspondence with R. Frankel regarding deal document (.2); conference with R. Wyron regarding effective date issues (.4); begin follow-up regarding same (1.5); review issues regarding claimant settlements (.6).	2.70
10/15/13	R. Wyron	Review Plan documents and notes regarding issues (2.1); review insurance proceeds and trust contributions regarding cash flow, and e-mails regarding same (.4); conference with R. Frankel regarding plan for effective date, communications with proposed trustees and summary of issues for closing (.8); conference with D. Felder and e-mails regarding planning for effective date (.6); follow-up regarding experts (.2).	4.10
10/16/13	D. Felder	Review notes from R. Frankel regarding meeting with trustees (.3); note issues regarding same (.5); review Edwards settlement and related issues (.5); e-mail correspondence with R. Wyron and P. Mahaley regarding same (.2).	1.50
10/16/13	R. Wyron	Review plan documents for effective date issues (1.6); notes regarding open issues (.7); review and revise cash flow outline (.4).	2.70
10/17/13	D. Felder	Review issues regarding effective date.	2.00
10/17/13	R. Wyron	Review e-mails regarding potential Trust Agreement changes and follow-up (.4); review plan documents regarding effective date planning (1.3).	1.70
10/18/13	R. Wyron	Review Medicare issue and background materials (.9); telephone conference with P. Lockwood regarding issues (.8).	1.70
10/21/13	D. Felder	Review issues regarding effective date (1.5); conference with M. Wallace regarding same (.1); telephone conference with R. Wyron regarding same (.2); review e-mail correspondence from R. Wyron regarding same (.5).	2.30



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10/21/13	M. Wallace	Discuss status of Grace plan and effective date issues with R. Wyron.	0.40
10/21/13	M. Wallace	Review Grace closing checklists and note issues.	1.20
10/21/13	M. Wallace	Review pleadings and warrant repurchase agreement for issues to identify to Trust.	2.10
10/21/13	M. Wallace	Discuss Trust and TDP changes and related documentation with D. Felder.	0.10
10/21/13	M. Wallace	Review correspondence regarding Medicare Reporting Act changes to trust agreement.	0.10
10/21/13	R. Wyron	Conference with M. Wallace regarding closing issues and follow-up (.9); review Medicare issues (.8); telephone conference with D. Felder regarding closing issues (.3); telephone conference with Grace and ACC counsel regarding Medicare issues and follow-up (.9); work on closing issues (1.4).	4.30
10/22/13	D. Felder	E-mail correspondence with R. Frankel and R. Wyron regarding expert report and follow-up regarding same (.4); conference with M. Wallace regarding effective date issues (.2); follow-up regarding same (.3); e-mail correspondence and conference with R. Wyron regarding same (.2).	1.10
10/22/13	M. Wallace	Discuss plan document review with D. Felder.	0.10
10/22/13	R. Wyron	Review Medicare issues and e-mails regarding same (1.4); review Trust Agreement and TDP regarding updates and changes (1.8); work on closing issues (.3).	3.50
10/23/13	D. Felder	Review e-mail correspondence from R. Wyron and A. McMillian regarding TDP and Trust Agreement issues.	0.60
10/23/13	R. Wyron	Review allocation model regarding insurance proceeds analysis and draft memo regarding same (1.2); review Medicare reporting issues (.6).	1.80
10/24/13	R. Wyron	Review closing summary outline (.4); review and revise draft issues list for closing (.7).	1.10
10/25/13	M. Wallace	Review PI deferred payment agreement.	1.10
10/25/13	R. Wyron	Telephone conference with P. Lockwood regarding effective date issues and Medicare questions (1.1); follow-up e-mails regarding effective date issues (.3); review Medicare materials (.8).	2.20
10/28/13	M. Wallace	Begin drafting summary of assets, considering issues in each.	4.00
10/28/13	M. Wallace	Discuss registration rights regarding warrants with R. Wyron.	0.10



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10/28/13	R. Wyron	Confer with R. Frankel regarding status of Medicare issues, plan issues and documents and follow-up.	0.30
10/29/13	D. Fullem	Review, research and respond to e-mail from D. Felder regarding Debtors' Objection to Claim.	0.20
10/29/13	D. Felder	Review objection to claim (.2); e-mail to D. Fullem regarding same (.1).	0.30
10/29/13	M. Wallace	Finish review of assets and summary of information for trustees regarding same.	3.20
10/29/13	M. Wallace	Correspond with R. Wyron regarding summary of insurance assets.	0.10
10/29/13	R. Wyron	Telephone conference with P. Lockwood regarding effective date issues (.4); review issues with R. Frankel and follow-up (.3); review recent cases (.3); work on proceeds analysis (.6).	1.60
10/30/13	R. Wyron	Review e-mails and respond regarding effective date planning.	0.40
10/31/13	R. Wyron	Review orders regarding trustees (.4); prepare notes for 11/1 call (.2).	0.60

Total Hours 74.50

Total For Services \$56,641.50

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra Felder	22.00	650.00	14,300.00
Debra O. Fullem	0.20	270.00	54.00
Melanie M. Merchant	2.50	160.00	400.00
Mary A. Wallace	12.50	740.00	9,250.00
Richard H. Wyron	37.30	875.00	32,637.50
<b>Total All Timekeepers</b>	<b>74.50</b>	<b>\$760.29</b>	<b>\$56,641.50</b>





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Disbursements

Document Reproduction	115.50	
Parking Expense	7.20	
Travel Expense, Air Fare	174.96	
Travel Expense, Out of Town	15.32	
Westlaw Research	87.64	
Total Disbursements		\$400.62

<b>Total For This Matter</b>	<b>\$57,042.12</b>
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For Legal Services Rendered Through October 31, 2013 in Connection With:

**Matter: 10 - Retention of Professionals - Other**

10/14/13	D. Fullem	Review e-mail from D. Felder regarding draft of Towers Watson employment application.	0.30
10/14/13	D. Felder	Conference with R. Wyron regarding retention issues and follow-up regarding same (.5); e-mail correspondence with D. Fullem regarding same (.2); review issues regarding prior retention and note issues regarding same (1.0).	1.70
10/14/13	R. Wyron	Review Towers Watson application.	0.40
10/15/13	D. Fullem	Review, research and respond to D. Felder request for updating of parties list for J. Kimble affidavit/Towers Watson employment application.	1.00
10/15/13	D. Fullem	Prepare first draft of Towers Watson employment pleadings (application, notice, affidavit, order, cos) as actuarial consultant to R. Frankel as FCR.	2.00
10/15/13	D. Felder	E-mail correspondence with D. Fullem and J. Kimble regarding application to retain Towers Watson (.3); follow-up conference with D. Fullem regarding same (.2); review and note issues regarding same (.6).	1.10
10/16/13	D. Felder	Review initial draft from D. Fullem regarding application to employ Towers Watson (1.0); revise same (1.8); review issues regarding same (.5).	3.30
10/17/13	D. Felder	Review draft engagement letter from Towers Watson (.6); review and revise application to employ regarding same (1.5).	2.10
10/21/13	D. Felder	Review engagement letter from Towers Watson (.5); telephone conference with R. Wyron and R. Frankel regarding same (.5); follow-up issues regarding same (.4).	1.40
10/21/13	R. Wyron	Review Towers Watson agreement (.4); telephone conference with R. Frankel and D. Felder regarding same (.6).	1.00
10/22/13	D. Fullem	Research issues for D. Felder re Towers Watson employment application.	0.50
10/22/13	D. Felder	Review and revise Towers Watson engagement letter (2.1); telephone conference with J. Kimble regarding same (.5); follow-up regarding same (1.0); e-mail correspondence to R. Frankel and R. Wyron regarding same (.2); continue revisions to application to employ Towers Watson (1.5).	5.30



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10/23/13	D. Felder	Review and revise Towers Watson engagement letter (.7); telephone conference and e-mail correspondence with R. Frankel and R. Wyron regarding same (.3); follow-up regarding same (.5); review and revise application to employ Towers Watson, declaration and proposed order regarding same (.5).	2.00
10/24/13	D. Fullem	Review/respond to e-mail from D. Felder regarding payments status on Towers Watson fee applications; e-mail to K. Boeger at Towers Watson regarding same.	0.40
10/24/13	D. Felder	Telephone conference with J. Kimble regarding engagement issues (.2); follow-up e-mail correspondence with R. Frankel, R. Wyron and D. Fullem regarding same (.1); review and revise application, declaration and proposed order regarding same (1.7).	2.00
10/25/13	D. Felder	Review and revise application to employ Towers Watson, declaration in support and proposed order (.7); conference with R. Wyron regarding same and follow-up (.2); review issues regarding confidentiality (.6).	1.50
10/29/13	D. Felder	Review revisions to Towers Watson engagement letter (.3); e-mail correspondence with J. Kimble, R. Frankel and R. Wyron regarding same (.2).	0.50
Total Hours			26.50
Total For Services			\$15,944.00

<b>Timekeeper Summary</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Debra Felder	20.90	650.00	13,585.00
Debra O. Fullem	4.20	270.00	1,134.00
Richard H. Wyron	1.40	875.00	1,225.00
Total All Timekeepers	26.50	\$601.66	\$15,944.00

**Total For This Matter**

**\$15,944.00**



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**Matter: 11 - Compensation of Professionals - Other**

10/03/13	D. Fullem	Review calendar regarding deadlines to file CNOs.	0.10
10/03/13	D. Felder	Review FCR's September prebill.	0.70
10/04/13	D. Fullem	Finalize draft of D. Austern final fee application; send to R. Wyron for review/comment.	1.20
10/04/13	D. Fullem	Review recently filed fee application and check status of same for FCR professionals.	0.30
10/07/13	D. Fullem	Review status of fee applications filed by FCR professionals.	0.20
10/08/13	R. Wyron	Review draft final fee application for D. Austern and notes regarding same.	0.90
10/09/13	D. Fullem	Review draft of and comments to final fee application with R. Wyron.	0.50
10/09/13	R. Wyron	Review draft final fee application for D. Austern and notes regarding same (.4); conference with D. Fullem (.2).	0.60
10/11/13	D. Felder	Review issues regarding final fee application for D. Austern.	1.00
10/15/13	D. Fullem	Review status of Lincoln's monthly and quarterly fee application filings (.8); follow-up on Lincoln's April monthly fee application and quarterly filings (.4); review draft of April monthly. revise and finalize/serve same (.6); review/respond to e-mails from A. Karmali and J. Solganick regarding quarterly filings (.2).	2.00
10/15/13	D. Felder	Review Lincoln's April fee application (.6); conference with D. Fullem regarding same (.2); review revised application (.2).	1.00
10/15/13	D. Felder	Review issues regarding final fee application for D. Austern (1.1); conference with D. Fullem regarding same (.1); e-mail correspondence with D. Fullem regarding same (.1).	1.30
10/16/13	D. Fullem	Prepare CNOs and COSs for Lincoln's May 1-15, May 16-31, June 1-30, and July 1-31 fee applications.	0.80
10/16/13	D. Fullem	Prepare CNO for Frankel/FCR August fee application.	0.20
10/16/13	D. Felder	E-mail correspondence from D. Fullem regarding fee application status and CNOs.	0.50
10/17/13	D. Felder	Review CNO for Lincoln's and FCR's fee applications.	0.50
10/18/13	D. Fullem	Coordinate filing/serving of Lincoln's CNOs for May-July fee applications and Frankel/FCR's CNO for August fee application.	0.40
10/21/13	D. Fullem	Continue drafting D. Austern's final fee application.	1.80
10/22/13	D. Fullem	Review Frankel/FCR's September invoice.	0.50



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10/23/13	D. Fullem	Prepare Frankel/FCR September monthly fee application (.9); send to D. Felder and R. Wyron for review/comment (.1).	1.00
10/23/13	D. Felder	Review and revise FCR's September fee application and e-mail correspondence with D. Fullem regarding same.	0.30
10/24/13	D. Fullem	Review drafts of Lincoln's quarterly fee applications for the period April 1-May 15 (Austern) and May 16-June 30 (Frankel).	1.50
10/24/13	D. Fullem	Finalize Frankel/FCR September monthly fee application.	0.50
10/24/13	D. Felder	Review Lincoln's quarterly fee applications.	0.80
10/25/13	D. Fullem	Prepare final versions of Lincoln quarterly fee applications for April 1-May 15 (Austern) and May 16-June 30 (Frankel) (.7); coordinate electronic filing and serving of same (.3).	1.00
10/25/13	D. Fullem	Coordinate service of Frankel/FCR's September fee application.	0.20
10/25/13	D. Fullem	Confer with D. Felder regarding status/timing of FCR professionals' fee application.	0.30
10/25/13	D. Fullem	Review/update chart of fee application filings.	0.30
10/25/13	D. Felder	Review revisions to Lincoln's quarterlies (.7); review e-mail correspondence from Towers Watson regarding outstanding amounts due and follow-up with D. Fullem regarding same (.3).	1.00
10/28/13	D. Fullem	Continue draft of D. Austern final fee application.	1.00
10/29/13	D. Fullem	Update tracking chart regarding Lincoln recently filed quarterly fee applications and R. Frankel's monthly fee application and related objections deadlines.	0.10
10/30/13	D. Fullem	Review and revise draft of D. Austern's final fee application.	1.20
10/30/13	D. Felder	E-mail correspondence from D. Fullem regarding final fee application for D. Austern (.1); follow-up regarding same (.1).	0.20
10/31/13	D. Fullem	Review US Trustee guidelines and Administrative Compensation Order.	0.50
10/31/13	D. Felder	E-mail correspondence with D. Fullem regarding D. Austern's final fee application.	0.20

Total Hours 24.60

Total For Services \$10,399.50



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<b><u>Timekeeper Summary</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Debra Felder	7.50	650.00	4,875.00
Debra O. Fullem	15.60	270.00	4,212.00
Richard H. Wyron	1.50	875.00	1,312.50
Total All Timekeepers	24.60	\$422.74	\$10,399.50

Disbursements

Document Reproduction  
Postage

17.60

284.84

Total Disbursements

\$302.44

**Total For This Matter**

**\$10,701.94**



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**Matter: 13 - Compensation of Professionals - Orrick**

10/02/13	D. Fullem	Prepare update to fee/expense charts and payment status.	0.50
10/02/13	D. Fullem	Review and respond to e-mail from B. Ruhlander regarding expenses during July-September 2013.	0.30
10/02/13	D. Fullem	Review as-filed fee application.	0.20
10/02/13	D. Fullem	Review and respond to e-mail from fee auditor with fee/expense detail in April -June 2013 quarterly fee application.	0.20
10/03/13	D. Fullem	Review September prebill.	1.00
10/03/13	D. Fullem	Review deadlines regarding filing CNOs for fee applications.	0.10
10/03/13	D. Fullem	Review April-June 2013 expenses.	0.20
10/03/13	D. Felder	Review Orrick's September prebill.	0.80
10/07/13	D. Fullem	Review status of fee applications filed and payments received.	0.20
10/07/13	D. Fullem	Review expense detail for April-June quarterly time period (.6); e-mail same to fee auditor (.2).	0.80
10/09/13	D. Fullem	Review recent payment information.	0.20
10/16/13	D. Fullem	Prepare CNO for Orrick August fee application.	0.20
10/17/13	D. Felder	Review CNO for August fee application.	0.10
10/18/13	D. Fullem	Coordinate filing/serving of Orrick's CNO for August fee application.	0.20
10/21/13	D. Fullem	Review latest payment from Debtors and update fee/expense charts regarding same.	0.50
10/22/13	D. Fullem	Review expenses in Orrick's September invoice.	0.50
10/23/13	D. Fullem	Review fee/expense charts and update same.	0.50
10/23/13	D. Fullem	Prepare Orrick September monthly fee application.	1.00
10/23/13	D. Felder	Conference with P. Reyes regarding September invoice and follow-up regarding same.	0.30
10/23/13	D. Felder	Review and revise Orrick's September fee application and e-mail correspondence to D. Fullem regarding same.	0.30
10/24/13	D. Fullem	Finalize Orrick September fee application.	0.50
10/25/13	D. Fullem	Coordinate service of Orrick's September fee application.	0.20
10/25/13	D. Fullem	Review/update chart of fee application filings.	0.20
10/29/13	D. Fullem	Update chart regarding Orrick recently filed fee applications and objections deadlines.	0.10
10/29/13	D. Fullem	Review latest fee application filings.	0.50



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Total Hours	9.60	
Total For Services		\$3,162.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra Felder	1.50	650.00	975.00
Debra O. Fullem	8.10	270.00	2,187.00
Total All Timekeepers	9.60	\$329.38	\$3,162.00

<b>Total For This Matter</b>	<b>\$3,162.00</b>
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**\* \* \* COMBINED TOTALS \* \* \***

Total Hours	150.90	
Total Fees, all Matters		\$97,180.00
Total Disbursements, all Matters		\$703.06
Total Amount Due		\$97,883.06